

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA**

**In re:** )      **Chapter 11**  
          )      )  
**CIRCUIT CITY STORES, INC., et al.,** )      **Case No. 08-35653 (KRH)**  
          )      )  
**Debtors.**      )      **(Jointly Administered)**  
          )

**AMENDED NOTICE OF RECLAMATION DEMAND  
OF AUDIOVOX CORPORATION**

**PLEASE TAKE NOTICE** that Audiovox Corporation (“Audiovox”), by its attorneys, hereby files this Amended Notice that, by demand letter (the “November 17th Letter”) dated November 17, 2008, served on Circuit City Stores, Inc., *et al.* (“Circuit City”), Audiovox asserted its demand for reclamation of goods pursuant to (a) UCC § 2-702, 11 U.S.C. § 546(c), and (b) the *Order Under Bankruptcy Code Sections 105(a), 362, 503(b), 507(a), 546(c), and 546(h) (I) Granting Administrative Expense Status to Obligations From Postpetition Delivery of Goods; (II) Authorizing Payment of Expenses in the Ordinary Course of Business; (III) Authorizing Debtors to Return Goods; and (IV) Establishing Procedures for Reclamation Demands* [Docket No. 133] entered by this Court on November 13, 2008; and further that by demand letter (the “January 12th Letter”) dated January 12, 2009, Audiovox asserted its amended demand for reclamation of goods. Attached hereto as Exhibit “A” is a copy of the January 12th Letter as well as copies of certain schedules reflecting the unpaid invoices for goods delivered to Circuit City by Audiovox within the 45-day period prior to November 10, 2008, Circuit City’s Petition Date. Audiovox demands that the Debtors immediately segregate, identify, account for, and turn over the goods to Audiovox.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]**

Respectfully submitted,

Dated: January 30, 2009

/s/ Denyse Sabagh

Denyse Sabagh, Esquire (Va. I.D. No. 17003)

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              )  
**Debtors.**      ) **(Jointly Administered)**  
              )

**CERTIFICATE OF SERVICE**

I, Denyse Sabagh, hereby certify that I am not less than 18 years of age, and that on the date set forth below, I caused a true and correct copy of the foregoing Amended Notice of Reclamation Demand, with attached exhibit, to be served via Federal Express and, if the recipients are properly registered, via the Court's CM/ECF system, upon the following interested parties:

Circuit City Stores, Inc., et al.  
Claims Processing  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

Circuit City Stores, Inc.  
9950 Mayland Drive  
Richmond, VA 23233  
Attn: Reginald D. Hedgebeth

Circuit City Stores, Inc.  
9950 Mayland Drive  
Richmond, VA 23233  
Attn: Daniel W. Ramsey

Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive  
Chicago, IL 60606  
Attn: Sarah Baker, Esq.

McGuireWoods LLP  
One James Center  
901 E. Cary Street  
Richmond, VA 23219  
Attn: Sarah B. Boehm, Esq.

W. Clarkson McDow, Jr., Esq.  
Office of the United States Trustee  
115 South Union Street  
Suite 210  
Alexandria, VA 22314

Dated: January 30, 2009

/s/ Denyse Sabagh  
Denyse Sabagh, Esquire  
**Duane Morris LLP**  
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January 12, 2009

Circuit City Stores, Inc., et al.  
Claims Processing  
c/o Kurtzman Carson Consultants, LLC  
2335 Alaska Avenue  
El Segundo, CA 90245

**Re: Amended Reclamation Demand Letter and Request For Payment  
By Circuit City Stores, Inc.**

Dear Sir or Madam:

Audiovox Corporation ("Audiovox") is aware that Circuit City Stores, Inc., et al. (collectively, the "Debtors") filed voluntary petitions for relief under title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") on November 10, 2008 under case number 08-35653-KRH. Audiovox has shipped certain Goods, as defined below, to the Debtors, and the Debtors took possession of such Goods prior to the commencement of the Debtors' bankruptcy cases. This letter is in furtherance of that certain reclamation demand letter dated November 17, 2008 (the "November 17th Letter"), in which Audiovox reserved the right to amend the dollar value of its reclamation claim against the Debtors as more information became available. A true copy of the November 17th Letter is attached hereto.

Pursuant to § 546 of the Bankruptcy Code, Audiovox demands reclamation of any and all goods received by any and all of the Debtors within 45 days preceding the initiation of the Debtors' bankruptcy cases, including, without limitation, all such goods listed on the attached schedules (collectively, the "Goods"). Audiovox reserves the right to amend the attached schedules as more information becomes available.

The total amount of Audiovox's amended reclamation demand is not less than the total aggregate amount of \$4,419,611.25. Audiovox reserves the right to amend the dollar value of its reclamation claim against the Debtors as more information becomes available. A spreadsheet containing invoice numbers, amounts, and other relevant information relating to the Goods is attached.

Based upon information currently available to us, we believe that the Debtors received the Goods while insolvent and within 45 days preceding the commencement of the Debtors' bankruptcy cases. As of the date of this letter, no part of the purchase price has been paid for such Goods.

Circuit City Stores, Inc., et al.  
Claims Processing  
c/o Kurtzman Carson Consultants, LLC  
January 12, 2009  
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Moreover, pursuant to Sections 105(a), 363(b), 364(b), and 503(b)(9) of the Bankruptcy Code, Audiovox has filed a claim seeking payment of the value of Goods received the Debtors during the 20 days preceding the commencement of the Debtors' bankruptcy cases. Audiovox filed such claim in the amount of \$2,901,345.35.

Please promptly confirm that the Debtors will honor Audiovox's amended reclamation demand for the Goods and payment request for administrative expense.

Yours very truly,

AUDIOVOX CORPORATION

By Daniel W. Ramsey

Enclosures

cc: Circuit City Stores, Inc.  
9950 Mayland Drive  
Richmond, VA 23233  
Attn: Reginald D. Hedgebeth

Circuit City Stores, Inc.  
9950 Mayland Drive  
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